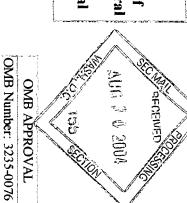
(6-02)**SEC 1972** respond unless the form displays a currently valid OMB control number. Potential persons who are to respond to the collection of information contained in this form are not required to



ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Expires: May 31, 2005

Estimated average burden hours per response... 1

FORM D

PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

THOMSON SED 0 1 5004 BEOCESSED

SEC USE ONLY
Prefix Serial
DATE RECEIVED

Name of Offening ([] check if this is an amendment and name has changed, and indicate change.) NTELAGENT Series A Preferred Stock

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) [T][N] 8265 Actual or Estimated Date of Incorporation or Organization: [0] . [0]3] Type of Business Organization Hosted call and contact center applications and related services. **Brief Description of Business** (if different from Executive Offices) Address of Principal Business Operations 6109 Pinehurst Drive, Nashville, TN 37215 Telephone Number (Including Area Code) (615) 371-Address of Executive Offices 6109 Pinehurst Drive, Nashville, TN 37215 Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.) NTELAGENT, Inc. Enter the information requested about the issuer Type of Filing: [X] New Filing [] Amendment X] corporation] business trust Ilimited partnership, to be formed] limited partnership, already formed A. BASIC IDENTIFICATION DATA Month Year [] other (please specify): [X] Actual [] Estimated Telephone Number (Including Area Code) (615) 371-

Filing Under (Check box(es) that

[] Rule 504 [X] Rule 505 [] Rule 506 [X] Section 4(6) [] ULOE

GENERAL INSTRUCTIONS

regeral

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et

Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

must be photocopies of manually signed copy or bear typed or printed signatures Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

notice constitutes a part of this notice and must be completed. the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following
- Each promoter of the issuer, if the issuer has been organized within the past five years,

- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers.

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Check Box(es) that [) Apply:	Check Box(es) that [X] Promoter [X] Beneficial Apply:	[X] Executive Officer	[X] Director [] General Managin Partner	General and/or Managing Partner
Full Name (Last name	Full Name (Last name first, if individual) Winter, Earl	i popular de la marcia de la compania	The control of the co	од в вестапоста выпосня выпосня постаностой утаковают ваявляется выпоста его вывостью собщение станов вые в ве
Business or Residence	Business or Residence Address (Number and Street, City, State, Zip Code) 6109 Pinehurst Drive, Nashville, TN 37215	City, State, Zip Code)	6109 Pinehurst	Drive, Nashville, TN 37215
Check Box(es) that [X Apply:	Check Box(es) that 【X】Promoter [X】Beneficial Apply: Owner	[X] Executive Officer	[X] Director [] General Managin Partner	General and/or Managing Partner
Full Name (Last name	Full Name (Last name first, if individual) Lane, Robert		energia de production englace de mes action de cadant de mande	A PRODUCE HELDER HELDER AND ANDERE EN MERKEN AND PRAYERED AND AND AND AND AND AND AND AND AND AN
Business or Residence Address (Number	Business or Residence Address (Number and Street, City, State, Zip Code) 3799 Sleepy Fox Drive,	City, State, Zip Code)	3799 Sleepy Fo	20
Check Box(es) that { Apply:	[X] Promoter [] Beneficial Owner	[] Executive Officer	[X]Director [] General and/or Managing Partner	General and/or Managing Partner
Full Name (Last name t	Full Name (Last name first, if individual) Barnes, Neal	=		
Business or Residence	Business or Residence Address (Number and Street, City, State, Zip Code) 100 Lancelot Lane, Fra	City, State, Zip Code)	100 Lancelot I	Lane, Franklin, TN 37064
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General a Managing Partner	General and/or Managing Partner
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Full Name (Last name first, if individual)

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	B. INFORMATION ABOUT OFFERING	ABOUT OFFERI		
. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors n this offering?	ll, to non-accredited	investors Yes	[×]	
Answer also in Appendix, Column 2, if filing under ULOE	olumn 2, if filing unde	•		

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			or be be SEC	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.	en or will ation for ng. If a p gistered of er. If mo	has be emuner he offerine offerine offerine aler regaler regaler of dealer o	rson who similar r similar r rities in t oker or d oke broken s of such er only.	4. Enter the information requested for each person where given, directly or indirectly, any commission or similar of purchasers in connection with sales of securities in listed is an associated person or agent of a broker or and/or with a state or states, list the name of the broke (5) persons to be listed are associated persons of success forth the information for that broker or dealer only.	sted for y comm y comm ith sales or agen st the nassociated at broke	on reque ectly, any ection w person states, li d are as on for tha	iformation or indire in connu in connu in connu sociated sociate or a state or a state or a formatic	ter the ir directly, directly chasers is an as r with a rrsons to the interest in the interest	4. Ent given of pur listed and/o (5) pe set fo
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		\$50,000.00	∽		any	ed from a	What is the minimum investment that will be accepted from any individual?	at will be	ment th	m invest	minimu	at is the	2. What is the individual?

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

\$1,500,000.00 \$100,000.00	φ	Aggregate Offering Price
\$ 100,000.00	€	Amount Already Sold

Equity

Debt

Type of Security

Convertible Securities (including warrants)] Common [X]Preferred

(Specify_ Other Partnership Interests Total

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\$ 1,500,000,008	. ⇔	, &	es.
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Answer also in Appendix, Column 3, if filing under ULOE

and the aggregate dollar amount of their purchases on the total indicate the number of persons who have purchased securities dollar amounts of their purchases. For offenings under Rule 504, who have purchased securities in this offering and the aggregate lines. Enter "0" if answer is "none" or "zero." Enter the number of accredited and non-accredited investors

\$		Total (for filings under Rule 504 only)
\$		Non-accredited Investors
\$ 100,000.00	2	Accredited Investors
of Purchases	Investors	
Dollar Amount	Number	
Aggregate		

prior to the first sale of securities in this offening. Classify securities by type listed in Part C-Question 1. date, in offerings of the types indicated, the twelve (12) months information requested for all securities sold by the issuer, to 3. If this filing is for an offering under Rule 504 or 505, enter the

Answer also in Appendix, Column 4, if filing under ULOE.

Rule 505 Type of offering

None Type of Security Sold Property None

Total	Rule 504	Regulation A
10- 3-0-	es	es

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Total [Other Expenses (identify)	Sales Commissions (specify finders' fees separately) [Engineering Fees [Accounting Fees [Legal Fees [Printing and Engraving Costs [Transfer Agent's Fees [
\$	\$	\$	\$	[x]\$ 500.00	[x]\$ 3,000.00	\$] \$	

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 1,496,500.00

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Payments to Payments To Officers, Others

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under $\frac{1}{100}$ the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	D. FEDERAL SIGNATURE	Column Totals Total Payments Listed (column totals added)	Other (specify): Telecom & Hosting Services Implementation, Integration & Training Services	Working capital(\$ 1,253,000.00) accounts receivables + \$299,500.00 of other 3^{rd} party expenses	Repayment of indebtedness	Acquisition of other businesses (including the value of securities involved in this offening that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Construction or leasing of plant buildings and facilities	Purchase, rental or leasing and installation of machinery and equipment	Purchase of real estate	Salaries and fees
authorized person. If this notice is filed under $\underline{Rule\ 505}$, the following unties and Exchange Commission, upon written request of its staff, the to paragraph (b)(2) of $\underline{Rule\ 502}$.	IGNATURE	[x]	[] [x] \$\$204,000.00 [] [x] \$\$439,000.00	[] [x] \$(953,500.00)	\$ []	\$ [] \$	\$ [] \$ []	[] [x] \$ 761,000.00	\$ []	Directors, & Affiliates [x]\$ [x]\$ [x]\$ [x]\$

Issuer (Print or Type)

Signature

Intentional misstatements		Robert P. Lane	Name of Signer (Print or Type)	NTELAGENT, Inc.
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)	АПТЕ	Robert P. Lane Corporate Secretary	Title of Signer (Print or Type)	06th La_08/19/2004

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No [] [**X**]"

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

undersigned duly authorized person. The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the

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NTELAGENT, Inc.	(Felt) Low 08/19/2004
lame of Signer (Print or Type) Title (Print or Type)	Title (Print or Type)
Robert P. Lane	Corporate Secretary

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

Z	₹	2	State					
			Yes	Intend to sell to non- accredited investors in State (Part B-Item 1)	2			
×	X	×	8	o sell on- sited ors in tem 1)				
				Type of security and aggregate offering price offered in state (Part C-Item 1)				
			Number of Accredited Investors	ω	*******			
		And the Control of th	Amount	4 Type of investor and nount purchased in St (Part C-Item 2)				
		the state of the s	Number of Non- Accredited Investors	4 Type of investor and amount purchased in State (Part C-Item 2)				
			Amount					
			Yes	Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)	1			
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